

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

| | | | |
|--|--|---|----------|
| Name of Debtor (if individual, enter Last, First, Middle): ArchBrook Laguna LLC | | Name of Joint Debtor (Spouse) (Last, First, Middle): | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): BDI Laguna, Inc.; BDI-BLM Trucking, Inc.; BDI-CL Holdings, Inc.; BDI Distributors, Inc.; BDI-Big City Express, Inc.; Esend, Inc.; BDI Laguna West, Inc. | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | |
| Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): 39-2066166 | | Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): | |
| Street Address of Debtor (No. and Street, City, and State): 350 Starke Road, Suite 400 Carlstadt, NJ | | Street Address of Joint Debtor (No. and Street, City, and State): | |
| | | 07072 | ZIP CODE |
| County of Residence or of the Principal Place of Business: Bergen County | | County of Residence or of the Principal Place of Business: | |
| Mailing Address of Debtor (if different from street address): | | Mailing Address of Joint Debtor (if different from street address): | |
| | | ZIP CODE | ZIP CODE |
| Location of Principal Assets of Business Debtor (if different from street address above): | | | |
| ZIP CODE | | | |

| | | |
|---|--|--|
| <p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <hr/> | <p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <p>Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p> | <p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p> |
| Filing Fee (Check one box) | | |
| <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p> | | |
| Chapter 11 Debtors | | |
| <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> | | |
| <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).</p> | | |

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|--|--------------------------|--------------------------|-------------------------------------|-----------------------------|------------------------------|-----------------------------|------------------------------|-------------------------------------|--------------------------|----------------------------------|--------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|--------------------------|-----------------|-----------------------|------------------------|--------------------------|-----------------------------|------------------------------|-----------------------------|------------------------------|------------------------------|-----------------------|-------|--|--|--|--------|--------|--------|---------|---------|--|--|--|
| <p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p> | | | | | | | | | | THIS SPACE IS FOR COURT USE ONLY | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Estimated Number of Creditors</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-</td> <td>5,001-</td> <td>10,001-</td> <td>25,001-</td> <td>50,001-</td> <td>Over 100,000</td> </tr> <tr> <td>5,000</td> <td></td> <td></td> <td></td> <td>10,000</td> <td>25,000</td> <td>50,000</td> <td>100,000</td> <td>100,000</td> <td></td> </tr> </table> | | | | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 1-49 | 50-99 | 100-199 | 200-999 | 1,000- | 5,001- | 10,001- | 25,001- | 50,001- | Over 100,000 | 5,000 | | | | 10,000 | 25,000 | 50,000 | 100,000 | 100,000 | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1-49 | 50-99 | 100-199 | 200-999 | 1,000- | 5,001- | 10,001- | 25,001- | 50,001- | Over 100,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5,000 | | | | 10,000 | 25,000 | 50,000 | 100,000 | 100,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Estimated Assets</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,000 to \$50 million</td> <td>\$50,000,001 to \$1 billion</td> <td>\$100,000,001 to \$5 billion</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table> | | | | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,000 to \$50 million | \$50,000,001 to \$1 billion | \$100,000,001 to \$5 billion | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,000 to \$50 million | \$50,000,001 to \$1 billion | \$100,000,001 to \$5 billion | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Estimated Liabilities</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,000 to \$50 million</td> <td>\$50,000,001 to \$1 billion</td> <td>\$100,000,001 to \$5 billion</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table> | | | | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,000 to \$50 million | \$50,000,001 to \$1 billion | \$100,000,001 to \$5 billion | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,000 to \$50 million | \$50,000,001 to \$1 billion | \$100,000,001 to \$5 billion | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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|---|-------------------------------|--|----------------|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): ArchBrook Laguna LLC | |
| All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: | NONE | Case Number: | N/A |
| Location Where Filed: | | Case Number: | N/A |
| Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.) | | | |
| Name of Debtor: | SEE SCHEDULE 1 | Case Number: | Pending |
| District: | Southern District of New York | Relationship: | SEE SCHEDULE 1 |
| Exhibit A NOT APPLICABLE | | Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> | |
| (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) | | I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b). | |
| <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | | X Signature of Attorney for Debtor(s) | Date |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. The Debtor has attached Exhibit "C" to show additional comments. | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) | | | |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| Information Regarding the Debtor – Venue <small>(Check any applicable box.)</small> | | | |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| (Name of landlord that obtained judgment) | | | |
| (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and | | | |
| Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)). | | | |

| | | |
|---|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): ArchBrook Laguna LLC |
| Signatures | | |
| Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney) _____</p> <p>Date _____</p> | | Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>Date _____</p> |
| Signature of Attorney* <p>/s/ Ira. S. Dizengoff Signature of Attorney for Debtor(s)</p> <p>Ira S. Dizengoff 2565687 Akin Gump Strauss Hauer & Feld, LLP One Bryant Park New York, NY 10036 (212) 872-1000 Fax: (212) 872-1002 idezengoff@akingump.com</p> <p><u>July 8, 2011</u> Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> | | Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>A <i>bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p> |

Schedule 1

PENDING BANKRUPTCY CASES FILED BY THIS DEBTOR AND AFFILIATES OF THE DEBTOR

On July 8, 2011, each of the entities listed below (each a “*Debtor*” and collectively, the “*Debtors*”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Bankruptcy Court (the “*Bankruptcy Code*”). The Debtors have moved for procedural consolidation and joint administration of their chapter 11 cases under the chapter 11 case number assigned to ArchBrook Laguna Holdings LLC.

- ArchBrook Laguna Holdings LLC
- ArchBrook Laguna LLC
- Chimerica Global Logistics LLC
- ArchBrook Laguna West LLC
- Lehrhoff ABL LLC
- Expert Warehouse LLC
- ArchBrook Laguna New York LLC

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Ira S. Dizengoff
Michael P. Cooley
Alexis Freeman

Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
ARCHBROOK LAGUNA HOLDINGS LLC, et al.¹) Case No. 11-_____ ()
)
Debtors.) Joint Administration Requested
)

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: ArchBrook Laguna LLC (6166); ArchBrook Laguna Holdings LLC (6156); Chimerica Global Logistics LLC (3745); ArchBrook Laguna West LLC (9631); Lehrhoff ABL LLC (6386); Expert Warehouse LLC (4487); and ArchBrook Laguna New York LLC (5385).

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

**ArchBrook Laguna LLC
Chimerica Global Logistics LLC
ArchBrook Laguna West LLC**

WRITTEN CONSENT OF MANAGER TO ACTION

As of June 29, 2011

ArchBrook Laguna Holdings LLC, being the manager (the “Manager”) of the entities listed above (each a “Company,” and collectively, the “Companies”), does hereby consent, in accordance with that certain Amended and Restated Operating Agreement, dated as of December 29, 2009, of ArchBrook Laguna Holdings, LLC, a Nevada limited Liability Company, as amended from time to time, (the “Operating Agreement”), to the following actions and adopt the following resolutions by written consent in lieu of a meeting and agrees that said resolutions shall have the same force and effect as if duly adopted at a meeting held for that purpose, which resolutions shall be deemed to be adopted as of the date hereof. Capitalized terms used herein, unless otherwise defined herein, shall have the meanings ascribed to them in the Operating Agreement.

Restructuring Actions

WHEREAS, the Manager has authority to approve all Restructuring Actions (as defined below) and take any and all other actions deemed necessary to effectuate the Restructuring Actions;

WHEREAS, the Manager hereby approves these resolutions on behalf of all of the Companies in whatever capacity, both for itself and the Companies;

WHEREAS, the Manager has determined it is in the best interests of the Companies to grant Peter Handy (the “Authorized Person”) the power to take any and all actions, on behalf of the Companies, to effectuate certain actions and/or transactions (and to act as authorized signatory on behalf of the Companies to effectuate such actions and/or transactions) in connection with the Companies’ restructuring, including, but not limited to, actions and/or transactions related to the following (the “Restructuring Actions”):

- All voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).
- Any sale of the assets of the Companies pursuant to an in-court restructuring.
- All petitions, schedules, lists and other motions, papers or documents, including, without limitation, any action necessary to maintain the ordinary course operation of the Companies’ businesses.

- The appropriate retention agreements and an appropriate application to retain the services of Akin Gump Strauss Hauer & Feld LLP as general bankruptcy counsel to represent and assist the Companies in carrying out their duties under the Bankruptcy Code.
- The appropriate retention agreements, and an appropriate application to retain the services of Macquarie Capital (USA) Inc. as financial advisor to represent and assist the Companies in carrying out their duties under the Bankruptcy Code.
- The appropriate retention agreements and an appropriate application to retain the services of Hawkwood Consulting LLC (“Hawkwood”) as crisis manager for the Companies, including Stephen J. Gawrylewski, an employee of Hawkwood, as Chief Restructuring Officer for the Companies, in order to assist the Companies in carrying out their duties under the Bankruptcy Code.
- The appropriate retention agreements and an appropriate application to retain the services of Daniel J. Boverman as Chief Financial Officer for the Company, in order to assist the Company in carrying out its duties under the Bankruptcy Code.
- The appropriate retention agreements, and an appropriate application to retain the services of The Garden City Group, Inc. as notice, claims and balloting agent to represent and assist the Companies and in carrying out their duties under the Bankruptcy Code.
- The appropriate retention agreements, and an appropriate application to retain the services of PriceWaterhouseCoopers LLP as consultants to the Companies.
- That certain engagement letter by and between FTI Consulting, Inc., Latham & Watkins LLP, and GE Capital Commercial Services, Inc. in its capacity as administrative agent under that certain Second Amended and Restated Credit Agreement, dated as of December 22, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”) in which ArchBrook Laguna LLC acknowledges its obligations to pay certain fees and expenses as required under the Credit Agreement.
- Any other appropriate retention agreements, and appropriate applications to retain the services of any other professionals, to assist the Companies in carrying out their duties under the Bankruptcy Code.
- The appropriate agreements for the use of post-petition financing in connection with the Companies’ chapter 11 cases, and to take such

additional action and to execute and deliver each other agreement, instrument or document proposed to be executed and delivered by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Authorized Person may approve, such approval to be conclusively evidenced by the taking of such an action or by the execution and delivery thereof.

- The acquisition of ArchBrook Laguna New York, LLC, as a subsidiary of ArchBrook Laguna LLC.
- The entry into and consummation of an agreement whereby Associated Volume Buyers, Inc. or its designee will purchase inventory of Expert Warehouse LLC.

NOW, THEREFORE, BE IT:

RESOLVED, that the Authorized Person be, and he hereby is, authorized and empowered, in the name and on behalf of the Company, to make all such arrangements, to take all such further actions, to cause to be prepared, executed, delivered and filed all such documents, to make all expenditures and incur all expenses, and to pay all required fees, and to execute and deliver in the name of and on behalf of the Company, all agreements, instruments, documents, designations, applications and certificates as the Authorized Person may deem necessary, appropriate or advisable in order to fully effectuate the purpose of each and all of the foregoing resolutions (including, without limitation, all necessary actions in connection with the chapter 11 case) and the execution by any such Authorized Person of any such agreement, instrument, document, designation, application or certificate or the payment of any such expenditures or expenses or the doing by him of any act in connection with the foregoing matters shall conclusively establish his authority therefor from the Company and the approval and ratification by the Company of the agreement, instrument, document or certificate so executed, the expenses or expenditures so paid and the action so taken;

RESOLVED, that any and all actions taken by the officers of the Company or the Managers of the Company (including, without limitation, those heretofore taken) in connection with and in furtherance of the matters referred to in any of the foregoing resolutions are hereby ratified, confirmed, approved, and adopted in all respects (it being understood that the actions to be ratified, confirmed, approved, and adopted that were heretofore taken shall include only those taken in furtherance of the planning and preparation of such matters referred to in any of the foregoing resolutions and not the main actions contemplated by such foregoing resolutions); and

RESOLVED, that the actions taken by this written consent of the Manager in lieu of a meeting shall have the same force and effect as if taken by the undersigned at a meeting duly called and constituted pursuant to the Company's organizational documents and applicable law.

Lehrhoff Board Removals and Appointments

WHEREAS, ArchBrook Laguna LLC, as the sole member of Lehrhoff ABL LLC (“Lehrhoff”), has the authority to remove, at any time, any manager from the Board of Managers of Lehrhoff and to fill any vacancies on the Board of Managers of Lehrhoff pursuant to Section 5.1(e) of the Operating Agreement of Lehrhoff, dated as of June 16, 2008, between ArchBrook Laguna LLC and Lehrhoff;

WHEREAS, the Manager believes it is in the best interest of the Companies to remove Joel Blank, Darren Marino and Steven Silverman from the Board of Managers of Lehrhoff; and

WHEREAS, the Manager believes it is in the best interest of the Companies to appoint Peter Handy, William F. Kopeinig and Michael McIntyre to the Board of Managers of Lehrhoff;

NOW, THEREFORE, BE IT:

RESOLVED, that ArchBrook Laguna LLC hereby removes Joel Blank, Darren Marino and Steven Silverman from the Board of Managers of Lehrhoff; and

FURTHER RESOLVED, that ArchBrook Laguna LLC hereby appoints Peter Handy, William F. Kopeinig and Michael McIntyre to the Board of Managers of Lehrhoff.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned hereby adopts the foregoing resolutions as Manager of the Companies as of the date first written above.

**ARCHBROOK LAGUNA HOLDINGS
LLC, as Manager**

By: ABL INVEST LLC, in its capacity
as Manager of ArchBrook Laguna
Holdings LLC

By: M. Frei/L

Name: Michel F. Freiburghaus
Title: Sole Manager

Accepted and Agreed to as
of the date first written above:

By: P. Handy

Name: Peter Handy
Title: Authorized Person

ABL INVEST LLC, pursuant to the amendment dated May 31, 2011 to the Amended and Restated Operating Agreement of ArchBrook Laguna Holdings LLC and as the Class A Common Member

By: M. Frei/L

Name: Michel F. Freiburghaus
Title: Sole Manager

Signature Page to Written Consent of the Manager of ArchBrook Laguna LLC, ArchBrook Laguna West LLC and Chimerica Global Logistics LLC

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Ira S. Dizengoff
Michael P. Cooley
Alexis Freeman

Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
ARCHBROOK LAGUNA HOLDINGS LLC, et al.,¹) Case No. 11-_____ ()
)
Debtors.) Joint Administration Requested
)

CONSOLIDATED LIST OF DEBTORS' 30 LARGEST UNSECURED CREDITORS

The following is a list of creditors holding the 30 largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the "*Debtors*"). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors' books and records as of July 8, 2011. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' chapter 11 cases. This list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: ArchBrook Laguna LLC (6166); ArchBrook Laguna Holdings LLC (6156); Chimerica Global Logistics LLC (3745); ArchBrook Laguna West LLC (9631); Lehrhoff ABL LLC (6386); Expert Warehouse LLC (4487); and ArchBrook Laguna New York LLC (5385).

| <i>Name of Creditor</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Amount of claim</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> |
|---------------------------------------|---|------------------------|---|---|
| Dell Marketing LP | Srinivas Bhima Ramch One Dell Way Round Rock, TX 78682 Tel: 866-380-3355 | \$9,763,350 | Trade Debt | Contingent, Unliquidated |
| Direct Entertainment Media Group Inc. | Beverly A. Baker 8280 Willow Oaks Corporate Drive, Suite 800 Farifax, VA 22031 Tel: 703-663-4504 | \$8,448,363 | Trade Debt | Contingent, Unliquidated |
| Garmin International Inc. | Yvette Price PO Box 843611 Kansas City, MO 64184 Tel: 913-440-2327 | \$5,681,842 | Trade Debt | Contingent, Unliquidated |
| Toshiba America Information System | Tom Cathy 91865 Collections Center Drive Chicago, IL 60693 Tel: 949-587-6208 | \$5,341,800 | Trade Debt | Contingent, Unliquidated |
| Samsung Electronics America | Lanicia McCloud 105 Challenger Road, Ridgefield Park, NJ 07660 Tel: 201-229-4217 | \$4,919,706 | Trade Debt | Contingent, Unliquidated |
| Hewlett-Packard US Operations | Jonathan Faulkner Bldg. CCM3 MC CCM0301-050 20555 SH 249 Houston, TX 77070 Tel: 281-514-9749 | \$4,911,641 | Trade Debt | Contingent, Unliquidated |
| Tomtom Inc. | Brenda Towne 150 Baker Avenue Ext Concord, MA 1742 Tel: 978-287-9555 | \$3,747,046 | Trade Debt | Contingent, Unliquidated |
| Acer America | Nga Ly 333 West San Carlos Street Suite 1500 San Jose, CA 95110 Tel: 408-533-7202 | \$2,992,557 | Trade Debt | Contingent, Unliquidated |
| Toshiba Consumer Products | Tom Cathy 9740 Irvine Blvd. Irvine, CA 92618 Tel: 949-587-6208 | \$2,095,761 | Trade Debt | Contingent, Unliquidated |

| Name of Creditor | Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted | Amount of claim | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to setoff |
|-------------------------------|--|-----------------|--|--|
| LG Electronics USA Inc. | Alicia Almonte 910 Sylvan Avenue Englewood Cliffs, NJ 07632 Tel: 201-266-2541 | \$1,780,419 | Trade Debt | Contingent, Unliquidated |
| Lenovo | Scott Brassington 1009 Think Place Bldg 1 - 2nd Floor 2G2 Morrisville, NC 27560 Tel: 919-257-4867 | \$993,065 | Trade Debt | Contingent, Unliquidated |
| Sharp Electronics Corp. | Maggie DeLibero Sharp Plaza, P.O. Box 650 Mahwah, NJ 07495-1163 Tel: 201-684-6048 | \$985,181 | Trade Debt | Contingent, Unliquidated |
| Panasonic/First Chicago Nat'l | Johannes Wang 5201 Tollview Drive E1B-9 Rolling Meadows, IL 60008 Tel: 847-637-4794 | \$946,188 | Trade Debt | Contingent, Unliquidated |
| Philips Consumer Lifestyle | Rogier van Wijk 1600 Summer Street P.O. Box 120015 Stamford, Connecticut 06905 | \$946,145 | Trade Debt | Contingent, Unliquidated |
| DXG Technology USA Inc. | Alicia Funderburk 1001 Lawson Street City of Industry, CA 91748 Tel: 626-581-3742 | \$768,044 | Trade Debt | Contingent, Unliquidated |
| Mitac Digital Corp. | Kris Aponte 960 Overland Court San Dimas, CA 91773 Tel: 909-394-6012 | \$724,754 | Trade Debt | Contingent, Unliquidated |
| YRC | Martha Y Talavera PO Box 7914 Overland Park, KS 66207 Tel: 913-344-4589 | \$702,106 | Trade Debt | Contingent, Unliquidated |
| Tongfang Global LLC | Erin Walters Tongfang Global /Element Electronics Corp. 10909 Valley View Rd., Eden Prairie, MN 55344 Tel: 952-641-6794 | \$653,600 | Trade Debt | Contingent, Unliquidated |

| <i>Name of Creditor</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Amount of claim</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> |
|---|---|------------------------|---|---|
| Sterling Commerce | Brett Ingram Sterling Commerce (America), Inc. 4600 Lakehurst Ct. PO Box 8000 Dublin, OH 43016 Tel: 614-790-8714 | \$651,109 | Trade Debt | Contingent, Unliquidated |
| Hamilton Beach Brands Inc | James Taylor 4421 Waterfront Dr. Glen Allen, VA 23060 | \$518,076 | Trade Debt | Contingent, Unliquidated |
| Federal Express Freight East | Carol Breen Department CH PO Box 10306 Palentine, IL 60055 Tel: 870-741-9000 | \$512,487 | Trade Debt | Contingent, Unliquidated |
| Sharp Appliances | Maggie DeLibero SharpPlaza, P.O. Box 650 Mahwah, NJ 07495-1163 Tel: 201-684-6048 | \$373,011 | Trade Debt | Contingent, Unliquidated |
| McElroy, Deutsch, Mulvaney & Carpenter, LLP | Thomas P. Scrivo, Esq Three Gateway Center 100 Mulberry Street Newark, New Jersey 07102-4079 Tel: (973) 565-2042 | \$321,655 | Legal | Contingent, Unliquidated |
| Fuego North America LLC | Dan Popovich 1500 Sansome St., Roundhouse One, San Francisco, CA 94111 Tel: 925-830-2105 | \$315,388 | Trade Debt | Contingent, Unliquidated |
| Helen of Troy LP | Paul Levy #1 Helen of Troy Plaza El Paso, TX 79912 | \$298,950 | Trade Debt | Contingent, Unliquidated |
| Centon Electronics Inc. | Lilly Zhang 27412 Aliso Viejo Pkwy. Aliso Viejo, CA 92656 Tel: 949-699-2045 | \$273,112 | Trade Debt | Contingent, Unliquidated |
| Jarden Consumer Solutions | Richard Broxey 2381 Executive Center Drive Boca Raton, FL 33431 Tel: 561-912-4597 | \$272,237 | Trade Debt | Contingent, Unliquidated |
| Manhattan Associates | Dennis B. Story 2300 Windy Ridge Pkwy, 10th Floor PO Box 405696 Atlanta, GA 30384 Tel: 770-955-7070 | \$196,019 | Trade Debt | Contingent, Unliquidated |
| EB Excalibur | Lorraine Leal 18001 Old Cutler Road Suite 556 Miami, FL 33157 Tel: 786-619-2828 | \$175,418 | Trade Debt | Contingent, Unliquidated |

| <i>Name of Creditor</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Amount of claim</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> |
|---------------------------|---|------------------------|---|---|
| Home Entertainment Source | Jim Ristow 100 S. Anaheim Blvd. #250 Anaheim, CA 92805-3872 Tel: 714-502-9620 | \$171,231 | Trade Debt | Contingent, Unliquidated |

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A
CORPORATION OR PARTNERSHIP**

I, the undersigned authorized person of ArchBrook Laguna LLC, named as the debtor in this case (the “*Debtor*”), declare under penalty of perjury that I have reviewed the consolidated list of Debtors’ 30 largest unsecured creditors submitted with the petition of ArchBrook Laguna LLC, and that the list is true and correct to the best of my information and belief.

Dated: July 8, 2011



By:
Authorized Person

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Ira S. Dizengoff
Michael P. Cooley
Alexis Freeman

Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

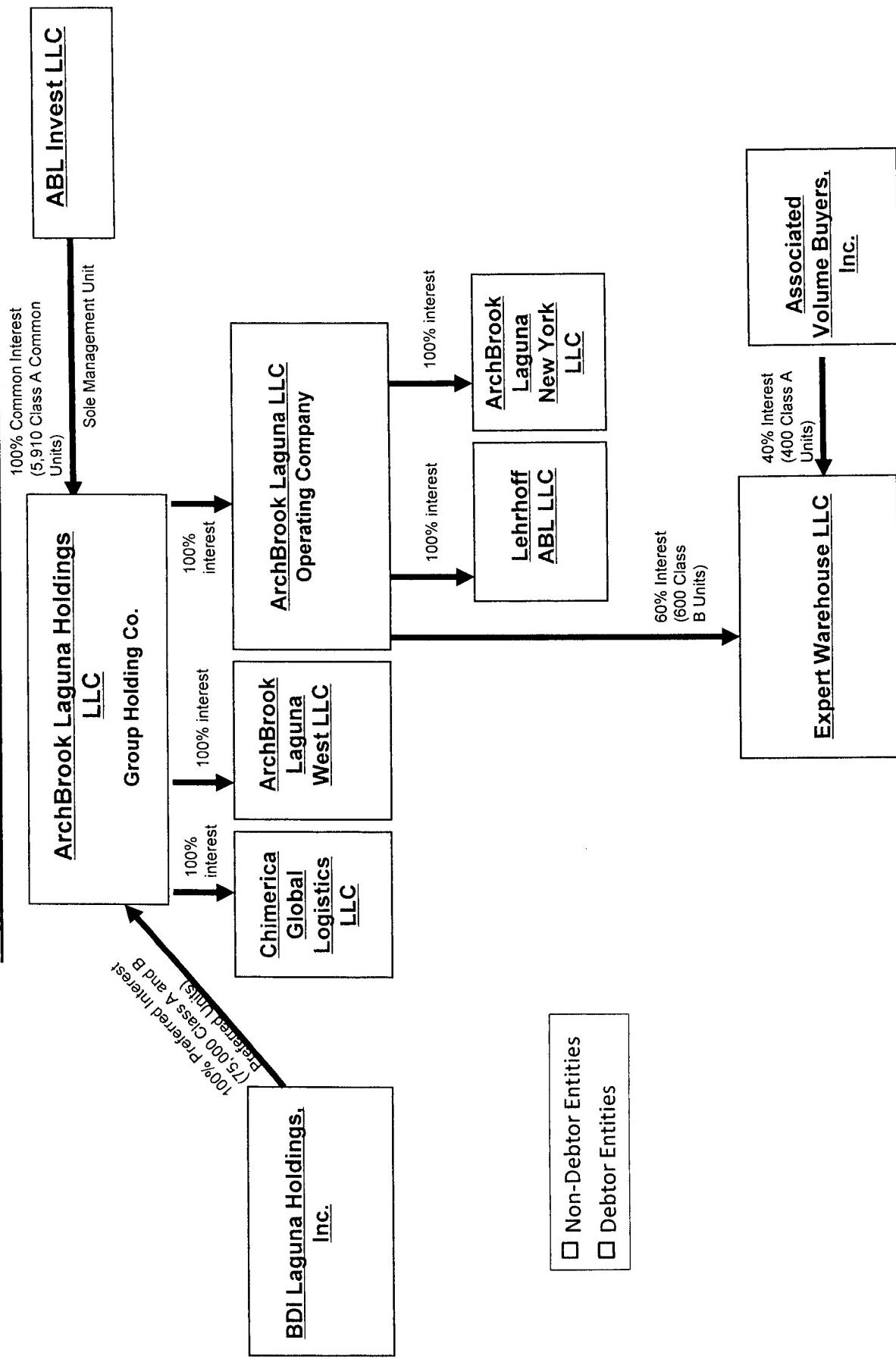
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|---|---|--------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| ARCHBROOK LAGUNA HOLDINGS LLC, <i>et al.</i> , ¹ |) | Case No. 11-_____ () |
| |) | |
| Debtors. |) | Joint Administration Requested |
| |) | |

CORPORATE OWNERSHIP STATEMENT

In accordance with rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, attached hereto is an organizational chart reflecting all of the ownership interests of the above captioned debtors, as debtors in possession (collectively, the “*Debtors*”), in each Debtor and ownership interests in non-Debtor affiliates and subsidiaries.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: ArchBrook Laguna LLC (6166); ArchBrook Laguna Holdings LLC (6156); Chimerica Global Logistics LLC (3745); ArchBrook Laguna West LLC (9631); Lehrhoff ABL LLC (6386); Expert Warehouse LLC (4487); and ArchBrook Laguna New York LLC (5385).

Organizational Chart of ArchBrook Entities*



* Non-debtor entities owning more than 10% of the units of the Debtor entities include: (i) Associated Volume Buyers, Inc. (owning a 40% interest in Expert Warehouse LLC); (ii) ABL Invest LLC (owning 100% of the designated Common Units of Archbrook Laguna Holdings LLC) and (iii) BDI Laguna Holdings, Inc. (owning 100% of the designated Preferred Units in Archbrook Laguna Holdings LLC).

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

Under 28 U.S.C. § 1746, I, Peter Handy, declare as follows under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information, and belief, with reliance on appropriate corporate resources.

Dated: July 8, 2011



By:
Authorized Person